

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)

In re:)
QUINCY MEDICAL CENTER, INC.,) Chapter 11
QMC ED PHYSICIANS, INC.,) Case No. 11-16394-MSH
QUINCY PHYSICIAN CORPORATION,)
Debtors.) (Jointly Administered)
)

**DEBTORS' CERTIFICATION AND REQUEST FOR
APPROVAL OF WINNING BIDDER AS TO QED SHARES**

Quincy Medical Center, Inc., QMC ED Physicians, Inc. (“QED”) and Quincy Physician Corporation (the “Debtors” or the “Company”), by and through undersigned counsel, and in respect of the sale procedures (the “Sale Procedures”) established by this Court’s order entered July 19, 2011 [Docket No. 105] (the “Sale Procedures Order”), hereby certify that: (i) two competing bids were received for the QED Shares,¹ including (a) the \$75,000 offer submitted by BMC Health, and (b) the offer submitted by Steward Medical Holdings Subsidiary Five, Inc. (Steward”), which in accordance with the Sale Procedures indicated its intent to acquire the QED Shares, designated Steward Specialty & Research Corp. (“SSRC”) as a qualified non-profit entity qualified to purchase the QED Shares, and allocated \$88,000 of the Cash Purchase Price (as defined in the APA) to the QED Shares, (ii) in accordance with the Sale Procedures, the Company, acting through its bankruptcy counsel and its financial advisor, conducted on August 15, 2011 an auction of the QED Shares (the “Auction”), at which Auction Steward and SSRC submitted the highest or otherwise best offer to acquire the QED Shares, for a purchase price of \$203,000, including (A) the \$88,000

¹ Capitalized terms used and not defined herein shall have the meanings ascribed to such terms in the Sale Procedures Order and the Sale Procedures.

allocation submitted as its competing bid pursuant to the Sale Procedures, and (B) an additional \$115,000 of cash payable at the closing of such purchase and sale transaction, and (iii) the Company in consultation with U.S. Bank, National Association, as Indenture Trustee for the Company's 2008 MHEFA bond issuance, and the Official Committee of Unsecured Creditors of the Company, has designated Steward and SSRC as the "Winning Bidder" to purchase the QED Shares. The Company requests that this Court approve the Company's designation of Steward and SSRC as the Winning Bidder to purchase the QED Shares and authorize the Company to enter into an appropriate amendment to the APA to reflect Steward's successful bid to acquire the QED Shares, such amendment to the APA to be filed with this Court prior to the Sale Hearing.

By this designation, the Debtors do not seek approval of the Proposed Sale or of any element thereof, and all parties' rights with respect to this Court's consideration of the Sale Motion and approval of the Proposed Sale, including without limitation the Company's proposed assumption and assignment of any Assigned Agreement, should be reserved, to be asserted in accordance with the Sale Procedures Order, the Sale Notice, and the notice to be provided of the Company's proposed assumption and assignment of the Assigned Agreements.

Dated: August 16, 2011

QUINCY MEDICAL CENTER, INC.
QMC ED PHYSICIANS, INC.
QUINCY PHYSICIAN CORPORATION
By their attorneys,

/s/ John T. Morrier
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Exhibit A

PROPOSED ORDER

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
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QUINCY MEDICAL CENTER, INC.,) Chapter 11
QMC ED PHYSICIANS, INC.,) Case No. 11-16394-MSH
QUINCY PHYSICIAN CORPORATION,)
Debtors.) (Jointly Administered)
)

ORDER APPROVING WINNING BIDDER AS TO QED SHARES

Upon consideration of the Debtors' Certification and Request for Approval of Winning Bidder As To QED Shares (the "Certification and Request") filed by Quincy Medical Center, Inc. ("QMC"), QMC ED Physicians, Inc. ("QED") and Quincy Physician Corporation ("QPC" and, with QMC and QED, the "Debtors" or the "Company"); and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that:

1. The Certification and Request is granted, and the Company's designation of Steward Medical Holdings Subsidiary Five, Inc. and Steward Specialty & Research Corp. (together, "Steward") as the Winning Bidder for the QED Shares is approved.
2. The Company is authorized to enter into an appropriate amendment to the APA to reflect Steward's successful bid to acquire the QED Shares, and directed to file any such amendment with this Court prior to the Sale Hearing.
3. This Order shall not constitute approval of the Proposed Sale or of any element thereof (including without limitation the proposed sale of the QED Shares), and all parties' rights

with respect to this Court's consideration of the Sale Motion and approval of the Proposed Sale are reserved.

Dated: August ____, 2011

Honorable Melvin S. Hoffman
United States Bankruptcy Judge